

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)

- and -

SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, New York, 10036
(212) 735-3000
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Delphi Legal Information Hotline:
Toll Free: (800) 718-5305
International: (248) 813-2698

Delphi Legal Information Website:
<http://www.delphidocket.com>

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- x
:
:
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- x

JOINT STIPULATION COMPROMISING AND ALLOWING
PROOF OF CLAIM NUMBER 11627
(COMPTROL INCORPORATED)

Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases, including Delphi Automotive Systems LLC ("DAS LLC") (collectively, the "Debtors"), and Comptrol Incorporated ("Comptrol"), respectfully submit this Joint Stipulation Compromising And Allowing Proof Of Claim Number 11627 (Comptrol Incorporated) (this "Stipulation") and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as then amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS Comptrol filed proof of claim number 11627 against DAS LLC on July 27, 2006, which asserts an unsecured non-priority claim in the amount of \$157,801.93 (the "Claim") stemming from a February 21, 2003 Agreement between DAS LLC and Flex-Tech Professional Services, Inc. (Flex-Tech).

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' (i) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Claims With Insufficient Documentation, (b) Claims Unsubstantiated By Debtors' Books And Records, And (c) Claims Subject To Modification And (ii) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. § 502(c) (Docket No. 5452) (the "Third Omnibus Claims Objection"), which was filed on October 31, 2006.

WHEREAS Comptrol filed its Response Of Comptrol Incorporated To Debtors' (I) Third Omnibus Objection (Substantive) Pursuant To 11 U.S.C. Section 502(b) And Fed. R. Bankr. P. 3007 To Certain (A) Claims With Insufficient Documentation, (B) Claims Unsubstantiated By Debtors' Books and Records, And (C) Claims Subject to Modification And

(II) Motion To Estimate Contingent And Unliquidated Claims Pursuant To 11 U.S.C. Section 502(c) (Docket No. 5918) (the "Response") on November 22, 2006.

WHEREAS on August 29, 2007, to resolve the Third Omnibus Claims Objection with respect to the Claim, DAS LLC and Comptrol entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement DAS LLC acknowledges and agrees that the Claim shall be allowed against DAS LLC in the amount of \$107,719.65.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Amended And Restated Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 8401) entered by this Court on June 26, 2007.

THEREFORE, DAS LLC, the Debtors and Comptrol stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$107,719.65 and shall be treated as an allowed general unsecured non-priority claim against DAS LLC and its estate.

So Ordered in New York, New York, this 4th day of September 2007

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

John Wm. Butler, Jr.
John K. Lyons
Ron E. Meisler
SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606-1285
(312) 407-0700

/s/ Joseph A. Carbone

Joseph A. Carbone
1370 Ontario Street, Suite 800
Cleveland, Ohio 44113
216-861-3000

Attorneys for Comptrol Incorporated

- and -

Kayalyn A. Marafioti
Thomas J. Matz
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession